



PREVAILED

Roll Call No. _____

FAILED

Ayes _____

WITHDRAWN

Noes _____

RULED OUT OF ORDER

HOUSE MOTION _____

MR. SPEAKER:

I move that House Bill 1287 be amended to read as follows:

- 1 Page 4, between lines 12 and 13, begin a new paragraph and insert:
- 2 "SECTION 4. IC 23-15-11 IS ADDED TO THE INDIANA CODE
- 3 AS A **NEW** CHAPTER TO READ AS FOLLOWS [EFFECTIVE
- 4 JULY 1, 2015]:
- 5 **Chapter 11. Registered Office and Agent for Certain Indiana**
- 6 **Domiciled Financial Institutions**
- 7 **Sec. 1. As used in this chapter, "eligible entity" has the meaning**
- 8 **set forth in IC 28-1-22-1.5.**
- 9 **Sec. 2. (a) An eligible entity may file a notice concerning the**
- 10 **eligible entity's:**
- 11 **(1) registered office; and**
- 12 **(2) registered agent;**
- 13 **as described in IC 28-1-22-1.5.**
- 14 **(b) A notice filed by an eligible entity under subsection (a) must**
- 15 **include the following information with respect to the eligible entity:**
- 16 **(1) The address of a registered office in Indiana.**
- 17 **(2) The name of a registered agent, who must be:**
- 18 **(A) an individual who resides in Indiana and whose**
- 19 **business office is identical with the registered office**
- 20 **identified under subdivision (1);**
- 21 **(B) a domestic limited liability company, domestic**
- 22 **corporation, or nonprofit domestic corporation whose**

business office is identical with the registered office identified under subdivision (1); or

(C) a foreign limited liability company, foreign corporation, or nonprofit foreign corporation authorized to transact business in Indiana and whose business office is identical with the registered office identified under subdivision (1).

(c) In addition to the information set forth in subsection (b), a notice filed by an eligible entity under subsection (a) must include:

(1) the written consent of the registered agent designated under subsection (b)(2) to the designation; or

(2) a representation that the registered agent has consented to the designation.

Sec. 3. (a) An eligible entity that files a notice under section 2 of this chapter may change the eligible entity's registered office or registered agent by delivering to the secretary of state for filing a statement of change that includes the following:

(1) The name of the eligible entity.

(2) The address of the eligible entity's registered office at the time of filing.

(3) If the registered office identified under subdivision (2) is to be changed, the address of the new registered office.

(4) The name of the eligible entity's registered agent at the time of filing.

(5) If the registered agent identified under subdivision (4) is to be changed, the name of the new registered agent, along with:

(A) the written consent of the new registered agent to the designation; or

(B) a representation that the new registered agent has consented to the designation.

The written consent described in clause (A) or the representation described in clause (B) may be incorporated into the statement of change filed under this section or filed along with the statement of change as an attachment.

(6) A statement indicating that after the identified changes to the registered office or the registered agent are made, the address of the eligible entity's registered office and the business address of the eligible entity's registered agent will be identical.

(b) If the registered agent for an eligible entity changes the address of the registered agent's business office, the registered agent may change the address of the registered office for the eligible entity by:

(1) notifying the eligible entity in writing of the change; and

(2) signing (either manually or in facsimile) and delivering to the secretary of state for filing a statement that:

- (A) complies with subsection (a); and
- (B) states that the eligible entity has been notified of the change.

Sec. 4. (a) The registered agent for an eligible entity may resign the agency appointment by signing and delivering to the secretary of state for filing, as described in IC 23-1-18, a statement of resignation. The statement of resignation may include a statement that the registered office for the eligible entity is also discontinued.

(b) After filing the statement, the secretary of state shall mail one (1) copy to the eligible entity at the eligible entity's principal office, if known, and one (1) copy to the eligible entity's registered office, if the registered office is not discontinued.

(c) On the thirty-first day after the date on which a statement is filed under this section:

- (1) the agency appointment is terminated; and
- (2) the registered office for the eligible entity is discontinued if so provided in the statement of resignation.

Sec. 5. (a) The registered agent of an eligible entity is the eligible entity's agent for service of process, notice, or demand required or permitted by law to be served on the eligible entity.

(b) If an eligible entity has no registered agent or the eligible entity's registered agent cannot with reasonable diligence be served, the eligible entity may be served by registered or certified mail, return receipt requested, addressed to the secretary of the eligible entity or to another executive officer, as that term is used in Trial Rule 4.6(A)(1), at the eligible entity's principal office. Service is perfected under this subsection at the earliest of:

- (1) the date the eligible entity receives the mail;
- (2) the date shown on the return receipt, if signed on behalf of the eligible entity; or
- (3) five (5) days after deposit in the United States mail, if mailed postpaid and correctly addressed.

(c) This section does not prescribe the only means, or necessarily the required means, of serving an eligible entity."

Page 36, between lines 5 and 6, begin a new paragraph and insert:
 "SECTION 28. IC 28-1-22-1.5 IS ADDED TO THE INDIANA CODE AS A NEW SECTION TO READ AS FOLLOWS
 [EFFECTIVE JULY 1, 2015]: **Sec. 1.5. (a)** As used in this section, "eligible entity" means a bank, savings bank, trust company, corporate fiduciary, credit union, industrial loan and investment company, or savings association that:

- (1) is organized under the laws of:
 - (A) any other state (as defined in IC 28-2-17-19);
 - (B) the United States; or
 - (C) any other country; and
- (2) is domiciled in Indiana.

(b) An eligible entity may file with the secretary of state a notice

- 1 **concerning the eligible entity's:**
- 2 **(1) registered office; and**
- 3 **(2) registered agent;**
- 4 **in accordance with IC 23-15-11."**
- 5 Renumber all SECTIONS consecutively.
(Reference is to HB 1287 as printed January 30, 2015.)

Representative Burton